

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT

5.1 PROMOTERS

5.1.1 Particulars and Shareholdings of the Promoters

The details of the Promoters of the Group and their shareholdings in BKG after the IPO are as follows:-

Promoter	Designation	Nationality	No. of Shares Held After the IPO [^]			
			Direct	%	Indirect	%
Goh Boon Koon	Managing Director	Malaysian	14,774,184	18.47	-	-
Goh Boon Leong	Executive Director	Malaysian	14,452,304	18.07	-	-
Lee Teoh Kee	Executive Director	Malaysian	11,105,644	13.88	-	-

Note:-

[^] Based on his/her shareholdings in BKG inclusive of his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

5.1.2 Profiles of the Promoters

The Promoters who are Directors of BKG are Goh Boon Koon, Goh Boon Leong and Lee Teoh Kee. Their profiles are disclosed in Section 5.3.2 of this Prospectus.

5.1.3 Directorships and Substantial Shareholdings of Promoters in All Other Public Companies for the Past Two (2) Years

As of 31 January 2004 (being the latest practicable date prior to the printing of this Prospectus), none of the Promoters have any directorship or substantial shareholding in other public companies for the past two years.

5.2 SUBSTANTIAL SHAREHOLDERS

5.2.1 Particulars and Shareholdings of Substantial Shareholders

The details of the substantial shareholders of BKG and their shareholdings in BKG after the IPO are as follows:-

Name	Nationality	No. of Shares Held After the IPO [^]			
		Direct	%	Indirect	%
Goh Boon Koon	Malaysian	14,774,184	18.47	-	-
Goh Boon Leong	Malaysian	14,452,304	18.07	-	-
Lee Teoh Kee	Malaysian	11,105,644	13.88	-	-
Shamsudin@ Samad Bin Kassim	Malaysian	6,700,000	8.38	-	-
Abd Ghani Bin Ali Kadir	Malaysian	6,700,000	8.38	-	-

Note:-

[^] Based on his/her shareholdings in BKG inclusive of his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.2.2 Profiles of Substantial Shareholders

The substantial shareholders who are Directors of BKG are Goh Boon Koon, Goh Boon Leong, Lee Teoh Kee, Shamsudin @ Samad Bin Kassim and Abd Ghani Bin Ali Kadir. Their profiles are set out in Section 5.3.2 of this Prospectus.

5.2.3 Directorships and Substantial Shareholdings of Substantial Shareholders in All Other Public Companies for the Past Two (2) Years

As at 31 January 2004 (being the latest practicable date prior to the printing of this Prospectus), the directorships and substantial shareholdings of the substantial shareholders of BKG in all other public companies for the past two (2) years are as follows:-

Name	Company	Designation	Date of Appointment	% Equity Holding	
				Direct	Indirect
Shamsudin@ Samad Bin Kassim	Century Logistics Holdings Berhad	Director	2001	-	-
	Ingress Corporation Berhad	Director	2001	-	-
	Kinsteel Berhad	Director	2002	-	-
	Supermax Corporation Berhad	Director	2002	-	-
	Infotech Alliance Bhd	Director	2002	0.54	*1.26

* Deemed interested by virtue of his shareholdings of not less than 15.00% in Fjarrow Sdn Bhd pursuant to Section 6A of the Act.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.3 DIRECTORS

5.3.1 Particulars and Shareholdings of Directors

The details of the Directors of BKG and their shareholdings in BKG after the IPO are as follows:-

Name	Designation / Functions	No. of Shares Held After the IPO			
		Direct	%	Indirect	%
Shamsudin@ Samad Bin Kassim	Chairman	[^] 6,700,000	8.38	-	-
Goh Boon Koon	Managing Director	[^] 14,774,184	18.47	-	-
Goh Boon Leong	Executive Director	[^] 14,452,304	18.07	-	-
Lee Teoh Kee	Executive Director	[^] 11,105,644	13.88	-	-
Goh Boon Siew	Executive Director	[^] 471,854	0.59	-	-
Goh Ho Seng	Executive Director	[^] 100,010	0.13	-	-
Abd Ghani Bin Ali Kadir	Executive Director	[^] 6,700,000	8.38	-	-
Ho Kok Loon	Independent Non-Executive Director	[*] 20,000	0.03	-	-
Loo Chee Hin	Independent Non-Executive Director	[*] 20,000	0.03	-	-
Ang Poh Gin	Independent Non-Executive Director	[*] 20,000	0.03	-	-

Note:-

[^] Based on his/her shareholdings in BKG inclusive of his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

^{*} Based on his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

5.3.2 Profiles of Directors

Shamsudin @ Samad Bin Kassim, aged 58, is the Chairman and an Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. He was appointed as Chairman of BKVI in 2002. He obtained a Bachelor of Economics Degree from the University of Malaya in 1970 and a Master in Public and International Affairs Degree from the University of Pittsburgh in 1979.

His career started as an Assistant Secretary in Ministry of Works in 1970 and later as an Economist in the Highway Planning Unit in 1973. In 1974, he was appointed Assistant Director of the Services Division in the Public Services Department. In 1979, he left the Public Services Department and took up the position of Senior Assistant Secretary in MITI. In 1989, he was then posted to be the Trade Commissioner of MITI in Vienna, Austria. In 1996, he was appointed Director of MITI (Industry Division) in Kuala Lumpur. In 2000, he was appointed Chief Executive Officer of Small and Medium Industries Development Corporation ("**SMIDEC**").

He is also an Independent Non-Executive Director of Century Logistics Holding Berhad, Supermax Corporation Berhad and Kinsteel Berhad, and a Director of Ingress Corporation Berhad and Infortech Alliance Berhad, all of which are public listed companies.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Goh Boon Koon, aged 51, is the founder of the BKG Group and was appointed as the Managing Director of BKG on 7 January 2004. He is also a Director of BKVI and BKM and was appointed to the Board of BKVI as a Director in November 1991 and Managing Director in February 1994. In 1995, he was appointed as a Director of BKM. He has an extensive experience in the Commercial Vehicle industry having being involved in the industry for more than 25 years. His involvement in the industry began in 1972 at the age of nineteen (19) years old, at Chin Chee Yong, a company located in Butterworth, Penang. The company manufactures Bodyworks and Commercial Vehicles. He left Chin Chee Yong in 1976 and in the following year in 1977, established Boon Koon as a sole proprietor. Boon Koon was primarily involved in the repair of Commercial Vehicle bodies. He is mainly responsible for the overall strategy, planning and development of BKG Group's corporate objectives and setting the long term goals of the Group. He was instrumental in steering the Group in obtaining the necessary licences for Rebuilt Commercial Vehicles. He also sits on the board of several private companies.

Goh Boon Leong, aged 44, is an Executive Director of all the companies in BKG Group. He was appointed to the Board of BKG as Executive Director on 7 January 2004. He was also appointed to the Board of both BKVI and BKM as a Director in 1995 and FPC in 1998. His career started in 1985 when he joined Asia Life Insurance as a Supervisor. He left in 1986 to join Universal Life Insurance also as a Supervisor. In 1987, he left Universal Life Insurance to venture into a partnership business at Boon Enterprise, a company which was involved in the trading of Commercial Vehicle and is currently dormant.

He is mainly responsible for domestic sales and marketing functions of the Group, including the sales dealership network and the establishment and development of corporate and sales. He is also responsible for venturing into new business opportunities and in business development of the Group. He also sits on the board of several private companies.

Lee Teoh Kee, aged 45, is the Executive Director of BKG and was appointed to the Board on 7 January 2004. She was appointed as Executive Director of BKVI in January 1995. In 1995 and 1998, she was also appointed as a Director of BKM and FPC respectively. Her main functions and responsibilities in BKVI, BKM and FPC are in overseeing the finance, banking and accounting functions of these companies. She is also responsible for the financial management for the BKVI, BKM and FPC. She also sits on the board of several private companies.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Goh Boon Siew, aged 43, is the Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. He was appointed as Executive Director of BKVI when he joined BKVI in November 1991. In 2001, he was appointed as the Director of BKM. He obtained a Diploma in Material Engineering from the Tunku Abdul Rahman College, Kuala Lumpur in 1984. He obtained a Diploma in Mechanical Engineering the following year in 1985 at the same establishment.

His career started in 1985 as Assistant Engineer at Southern Iron and Steelwork Sdn Bhd, a company that manufactures steel products. He left in 1989 and joined North Malaya Engineers Trading Company Sdn Bhd as Quality Control Superintendent. The company manufactures drawn steel wires and other galvanised steel products. He is currently in charge of branch development for BKVI and is responsible for the marketing and business development of the corporate customers. He is also involved in generating the Group's publicity and in the organisation of promotional advertising campaigns. He also sits on the board of several private companies.

Goh Ho Seng, aged 71, is an Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. In 1960, he was involved in the trading of coconut business. In November 1991, he left the business and was appointed Executive Director of BKVI. He provides invaluable guidance and assistance to the purchasing and costing department on day-to-day purchasing functions of BKVI. He is also adept in technical specifications of the raw materials for the Bodyworks' product of BKVI.

Abd Ghani Bin Ali Kadir, aged 50, is the Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. He obtained his Chartered Institute of Transport (CIT), UK in 1979 and a Diploma in Management from Malaysian Institute of Management in 1985.

His career started in 1975 as Supervisor at Penang Port Commission. In 1983, he left Penang Port Commission to join Konsortium Perkapalan Berhad, a shipping and logistics services provider as Corporate Manager. He was appointed Executive Director of BKVI in 2002. He undertakes the responsibilities of liaising with the government departments in the application of governmental approvals and certifications for BKVI. He has other business interests and directorships in other private companies.

Ho Kok Loon, aged 38, is the Independent Non-Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. He graduated with a Bachelor of Accounting (Hons) from University of Malaya in 1991. He obtained his Masters of Business Administration from the University of Portsmouth, United Kingdom in 1999. He is a Chartered Accountant registered with Malaysian Institute of Accountants and a Fellow of the Malaysian Institute of Taxation. Upon graduation, he joined PriceWaterhouse, Penang in its Audit and Business Advisory Services Group. In 1995, he joined Southern Steel Berhad, a company listed on the Main Board of the MSEB as Section Head of Internal Audit. He became the Section Head of Business Development in 1996 and later the Finance and Administration Manager in 1997. In 1999, he joined Southern Rubber Works Sdn Bhd as Senior Manager, Corporate Finance & Business Development and was promoted as Chief Operating Officer in 2003. Presently, he is an Independent Non-Executive Director of SDKM Fibres, Wires & Cables Berhad and also sits on the Board of a private limited company.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Loo Chee Hin, aged 35, is the Independent Non-Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. He obtained a Bachelor of Accounting (Hons) from University of Malaya in 1994. He is also a member of Malaysian Institute of Accountants. He was an Accounts Officer with Chung Rong Spring Sdn Bhd, a company involved in the manufacturing of precision spring from 1994 to 1996 and was an Assistant Finance Manager with MBf Property Services Sdn Bhd, a company involved in property development and management services activities from 1996 to 1998. He joined Yikon Jewellery Industries Sdn Bhd in 1998 as Accounts Manager and was promoted to Finance and Administration Manager in 2000, Senior Finance and Administration Manager in 2002 and to his current position as Senior Assistant General Manager in January 2003.

Ang Poh Gin, aged 50 is the Independent Non-Executive Director of BKG. He was appointed to the Board of BKG on 7 January 2004. He completed his secondary education and joined Plas Industries Sdn Bhd in 1993, a company which is involved in the manufacturing of garments and has been with the company for more than 10 years and is currently the Branch Manager of the Nibong Tebal operations.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.3.3 DIRECTORSHIPS AND/ OR SUBSTANTIAL SHAREHOLDINGS OF DIRECTORS IN ALL OTHER PUBLIC CORPORATIONS FOR THE PAST TWO (2) YEARS

As at 31 January 2004 (being the latest practicable date prior to the printing of this Prospectus), the directorships and substantial shareholdings of the Directors of BKG in other public corporations for the past two (2) years are as follows:-

Name	Name of Corporation Involved	Year of Appointment to the Board	Substantial Shareholdings (No. of Ordinary Shares of RM1.00 Each)	(%)	Principal Activities
Directors					
Shamsudin@ Samad Bin Kassim	Century Logistics Holdings Berhad	2001	-	-	Freight forwarding, warehousing, container haulage and distribution services
	Ingress Corporation Berhad	2001	-	-	Manufacturing of automotive components, engineering, power and electrical services and railway
	Kinsteel Berhad	2002	-	-	Manufacturing and trading of iron, steel bars and related products
	Supermax Corporation Berhad	2002	-	-	Manufacturing, trading and export of latex gloves
	Infotech Alliance Bhd	2002	*	*	Provision of software and information technology related services
Goh Boon Koon	-	-	-	-	-
Goh Boon Leong	-	-	-	-	-
Lee Teoh Kee	-	-	-	-	-
Goh Boon Siew	-	-	-	-	-
Goh Ho Seng	-	-	-	-	-
Abd Ghani Bin Ali Kadir	-	-	-	-	-
Ho Kok Loon	SDKM Fibres, Wires & Cables Berhad	2001	*	*	Manufacture and sales of accessory cables and connectors, alternating current sockets, optical digital cables, security intercom, elevator interphones and TV door phones
Loo Chee Hin	-	-	-	-	-
Ang Poh Gin	-	-	-	-	-

* Not a substantial shareholder.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.3.4 Directors' Remuneration and Benefits

The aggregate remuneration and benefits paid to the Directors of BKG for services rendered in all capacities to the Group for the financial years ended 31 December 2002 and 31 December 2003 are as follows:-

Remuneration Band (RM'000)	Financial Year Ended 2002		Financial Year Ended 2003	
	Aggregate Remuneration (RM'000)	Number of Directors	Aggregate Remuneration (RM'000)	Number of Directors
Up to 50,000	97	3	102	3
50,001 – 100,000	68	1	-	-
100,001 – 200,000	327	3	617	4
200,001 – 500,000	-	-	-	-
Above 500,000	-	-	-	-
Total	492	7	719	7

5.4 AUDIT COMMITTEE

The main functions of the Audit Committee fall within the ambit of the Listing Requirements, which include the review of audit plans and audit reports with the Group's auditors, review of the auditors' evaluation of internal accounting controls and management information systems, review of the scope of internal audit procedures, review of the balance sheet and income statement, review of related party transactions and conflict of interest situation within the Group, and nomination of the auditors. The Audit Committee comprises of the following individuals:-

Name	Designation	Directorship
Ho Kok Loon	Chairman of Audit Committee	Independent Non-Executive Director
Loo Chee Hin	Member of Audit Committee	Independent Non-Executive Director
Goh Boon Koon	Member of Audit Committee	Managing Director

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.5 KEY MANAGEMENT

5.5.1 Particulars and Shareholdings of the Key Management

The details of the key management of the Group and their shareholdings in BKG after the IPO are as follows -

Name	Designation / Functions	No. of Shares Held After the IPO [^]			
		Direct	%	Indirect	%
Tan Jin Sun	Group General Manager	840,000	1.05	-	-
Mohd Ghazali Bin Abdullah	Principal Advisor/ Professional Engineer	45,000	0.05	-	-
Tan Ewe Lee	Finance Manager	35,000	0.04	-	-
Goh Chin Aun	Sales and Marketing Manager	20,000	0.03	-	-
Chew Ne Leang	Human Resource and Administration Manager	15,000	0.02	-	-
Low Chun Siak	Assistant Manager of Costing and ERP	30,000	0.04	-	-
Khor Choon Wooi	Assistant Production Manager	25,000	0.03	-	-
Chuah Lye Hock	Assistant Sales Administration Manager	20,000	0.03	-	-
Wong Kok Chin	Assistant Manager of FPC	15,000	0.02	-	-

Note:-

[^] Based on his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.5.2 Profiles of the Key Management

Tan Jin Sun, aged 35, is the Group General Manager. He obtained the London Chamber of Commerce and Industry (Higher Stage Group) Diploma (LCCI) in 1989 from Cyma College in Penang. He is an Associate Member of the Chartered Institute of Management Accountants (CIMA), awarded in 1996 and a Chartered Accountant with the Malaysian Institute of Accountants that same year.

His career started in 1993 as an Accounts Officer at Eden Enterprise (M) Bhd, a restaurants operator in Penang. He was transferred to Eden Ferringhi Resort Sdn Bhd as Accountant for the company in 1994. He left in 1996 and joined Law Consulting Services as Consulting Partner. The company provides accounting and management consulting services. He left in 1998 to join Tagsteel Industries Sdn Bhd, a manufacturer of copper flakes, as Group Finance Manager. In 2001, he joined BKVI as Finance Manager and was promoted as the Financial Controller for BKVI that same year. He was appointed Group Financial Controller in April 2002 and as Group General Manager in October 2002. He is responsible for the management and operational activities of BKG Group, which includes sales and marketing, production and procurement. He is also involved in general administrative, treasury and corporate planning functions of the Group.

Mohd Ghazali Bin Abdullah, aged 52, is the Principal Advisor and Professional Engineer of BKVI. He obtained a Certificate in Automotive Engineering from Ungku Omar Polytech, Ipoh, in 1972 and a Bachelor of Science Degree in Mechanical Engineering from Sunderland Polytechnic, United Kingdom ("UK") in 1979. He is an Associate Member of the Institute of Engineering Designers (UK), a Member of the Institute of Engineers (Malaysia) and Professional Engineer of the Board of Engineers (Malaysia).

He started his career as a Technician at JKR Malaysia in 1972 and later became Mechanical Engineer in 1979. In 1985, he left and joined a manufacturer and supplier of water supply equipment, as General Manager. He was appointed Group General Manager of Mara Holding Sdn Bhd, a transportation and coach building company in 1987 before being appointed General Manager of a consultancy service provider in 1998. Between August 1999 and February 2002, he joined BKVI as an external Consultant. Subsequently, he was appointed General Manager (Manufacturing) of BKVI in March 2000 and became Principal Advisor in December 2002. He heads the R&D Division and provides technical guidance and assistance to BKVI. He is also involved in the setting-up of the Rebuilt manufacturing system. He acts as Professional Engineer in certifications and attestations of the vehicles and Bodyworks registration documents. He is currently also a shareholder and the Managing Director of Phytosuria Sdn Bhd, a dormant company.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Tan Ewe Lee, aged 31, is the Finance Manager of BKVI. He graduated from the Tunku Abdul Rahman College, Kuala Lumpur in 1996 with a Diploma in Commerce (Business Management). He graduated from the Institute of Chartered Secretaries and Administrators (ICSA) in 1996. He is an Associate Member of the Association of Chartered Certified Accountants (ACCA) since 2000. He became a Chartered Accountant of the Malaysian Institute of Accountants (MIA) in 2001. He became a Chartered Secretary in November 2003.

His career started in 1996 as a Junior in Deloitte Kassim Chan & Co., Kuala Lumpur and subsequently promoted to Senior in 1998. He left in 2000 and joined Smart Reader Worldwide Sdn Bhd, the franchise holder of Smart Reader English programmes which is specialised in education and English programmes, as an Accountant. In May 2002, he joined BKVI as an Accountant and was later promoted as a Finance Manager in November that same year. He heads the Finance and Accounts Department and is responsible for managing the Group's financial and accounting functions, cash flow and trade facilities.

Goh Chin Aun, aged 27, is the Sales and Marketing Manager of the BKVI. He is also a Director of FPC since May 2002. He graduated from Institute Perkim Goon with a Diploma in Accounting in 1997 and a Bachelor of Business Degree from Swinburne University of Technology, Australia in 2001.

His career started when he established Austnet Computer Sdn Bhd in Nibong Tebal, Penang and was appointed as a Director in July 2001. He was appointed as a Business Development Manager of BKVI in June 2002 and later became the Sales and Marketing Manager for BKVI from February 2003. His main responsibilities are in heading the Sales Administrative Department and for the sales performance of BKVI. He is also involved in the sales collection procedures and the allocation of manufactured vehicles, discounts and commission schemes of the said Department.

Chew Ne Leang, aged 43, is the Human Resource and Administrative Manager of BKVI. He graduated with a Bachelor of Business Administration Degree and a Diploma in Education from the National University of Singapore in 1982 and 1983 respectively.

He began his career as a Lecturer and Tutor at St. Andrew's Junior College, Singapore in 1983. He left in 1993 to join a distributor of measuring equipment as Administrative Executive. In 1996, he left and joined a garment manufacturing company as Human Resource Executive. In 2002, he left to join a manufacturer of prophylactics and finger cots, as Human Resource and Office Manager. He joined BKVI as Human Resource and Administrative Manager in January 2003. He is responsible for all aspects of human resource functions for the Group including manpower planning, recruitment, training, security and health, and safety. He is also involved in development and implementation of Human Resources policies and programmes, purchasing assets and stationery, maintenance of company cars and buildings, and licence processing.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

Low Chun Siak, aged 28, is the Assistant Manager (Costing and Enterprise Resources Planning ("ERP")) of BKVI. He graduated from the Tunku Abdul Rahman College, Penang in 1998 with a Diploma in Business Studies (Accounting). He also received a Bachelor of Arts (Hons) Degree from the University of Hertfordshire, United Kingdom in 1999.

His career started in 1999 as Management Accounts Executive at Decorplus Sdn Bhd, Parit Buntar, Perak, a manufacturer of metal tubular furniture. He was responsible for management accounts and costing for the company. He left in January 2002 to join BKVI as Assistant Accountant (Costing) and was later made Assistant Manager (Costing and ERP) in November 2002. He is responsible for setting up and implementing the integrated business solution software (ERP) for the various departments in BKVI to cope with the current heavy paper work flow. The implementation also provides internal control measures to monitor inventory movement and actual costing on a real time basis.

Khor Choon Wooi, aged 29, is the Assistant Production Manager of BKVI. He is a graduate from Informatics with a Diploma in Computer Studies in 2000.

His career started in 1995 as an Insurance Agent for Great Eastern Life Insurance in Bukit Mertajam, Penang. He became a Sales Executive at PH Yeap Trading Sdn Bhd, a used car and commercial vehicle dealer in 1996 before joining Super Trans (Taiping) Corporation Sdn Bhd as Production Executive the following year, 1997. The company is a bus body manufacturer. He left in 2000 to join BKVI as Senior Production Executive before he became the Assistant Production Manager for BKVI in 2002. His responsibilities include production planning, quality control and overseeing the production activities of Bodyworks and Rebuilt Commercial Vehicles.

Chuah Lye Hock, aged 45, is the Assistant Sales Administrative Manager of BKVI. He received a Certificate of Achievement from Informatics, Taiping in 2001 and a Diploma in Marketing from the Province Management Training Centre in Butterworth, Penang.

His career started in 1982 as Sales Supervisor at Rothmans of Pall Mall (M) Berhad and he was with the company until 1999 when he was later appointed the District Manager for British American Tobacco (M) Berhad. He left in July 2002 and joined BKVI as Sales Administrator. He later became the Assistant Sales Administrative Manager in February 2003. His responsibilities in BKVI include being in charge of the Sales Administrative Department, the coordination of the sales and marketing of the branch and the production plant, as well as logistics and vehicle delivery functions.

Wong Kok Chin, aged 33, is the Assistant Manager of FPC. He graduated from University Utara Malaysia in 1995 with a Degree in Bachelor of Economics with Honour.

His career started as an Accounts Executive with Malaysian Oxygen Berhad in May 1995. He left in March 1997 and joined Arab-Malaysian Finance Berhad, Penang as an Officer in April 1997 and left in September 2000 to help in his parents' own business. He joined FPC on 1 July 2003 and assumed his current position. His responsibilities in FPC include marketing, loan processing and collection, general insurance submissions, office maintenance and staff welfare.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.6 INVOLVEMENT OF EXECUTIVE DIRECTORS/ KEY MANAGEMENT IN OTHER BUSINESSES/ CORPORATIONS

Save and except for Shamsudin @ Samad Bin Kassim, Goh Boon Koon, Goh Boon Leong, Lee Teoh Kee, Goh Boon Siew, Abd Ghani Bin Ali Kadir and Goh Chin Aun, none of the Executive Directors/ key management is involved in other businesses or corporations.

(a) Shamsudin @ Samad Bin Kassim

The involvement of Shamsudin @ Samad Bin Kassim in other businesses/ corporations is disclosed in Section 5.3.3 of this Prospectus.

He allocates approximately 30% of his time in the BKG Group and the balance of his time in his involvement in other companies as an Executive Director and an Independent Non-Executive Director.

(b) Goh Boon Koon, Goh Boon Leong, Lee Teoh Kee and Goh Boon Siew

Goh Boon Koon, Goh Boon Leong, Lee Teoh Kee and Goh Boon Siew are involved in several private limited companies. However, they are full-time Executive Directors of BKG Group.

(c) Abd Ghani Bin Ali Kadir

Abd Ghani Bin Ali Kadir is involved in a few private limited companies. He allocates approximately 30% of his time in the BKG Group and the balance of his time in his involvements in other companies as an Executive Director.

(d) Goh Chin Aun

Goh Chin Aun is involved in a few private limited companies. However, he is a full-time employee of BKVI and a Director of FPC.

5.7 DECLARATION OF DIRECTORS AND KEY MANAGEMENT

No Director, key management or person nominated to become a Director or key management is or has been involved in any of the following events (whether in or outside Malaysia):-

- (a) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a Director or key personnel;
- (b) charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
- (c) the subject of any order, judgement or ruling of any court of competent jurisdiction temporarily enjoining him from acting as an investment adviser, dealer in securities, Director or employee of a financial institution and engaging in any type of business practice or activity.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.8 FAMILY RELATIONSHIPS

Goh Ho Seng is the father of Goh Boon Koon, Goh Boon Leong and Goh Boon Siew. Lee Teoh Kee is the spouse of Goh Boon Koon. Goh Chin Aun is the son of Goh Boon Koon and Lee Teoh Kee.

Save as disclose above, there is no family relationship (as defined in Section 122A of the Act) or association between the Promoters, substantial shareholders, Directors, key management or key technical personnel.

5.9 EXISTING OR PROPOSED SERVICE AGREEMENTS

There is no existing or proposed service agreement between the Group and its Directors and key management or key technical personnel.

5.10 CONTINUITY IN MANAGEMENT

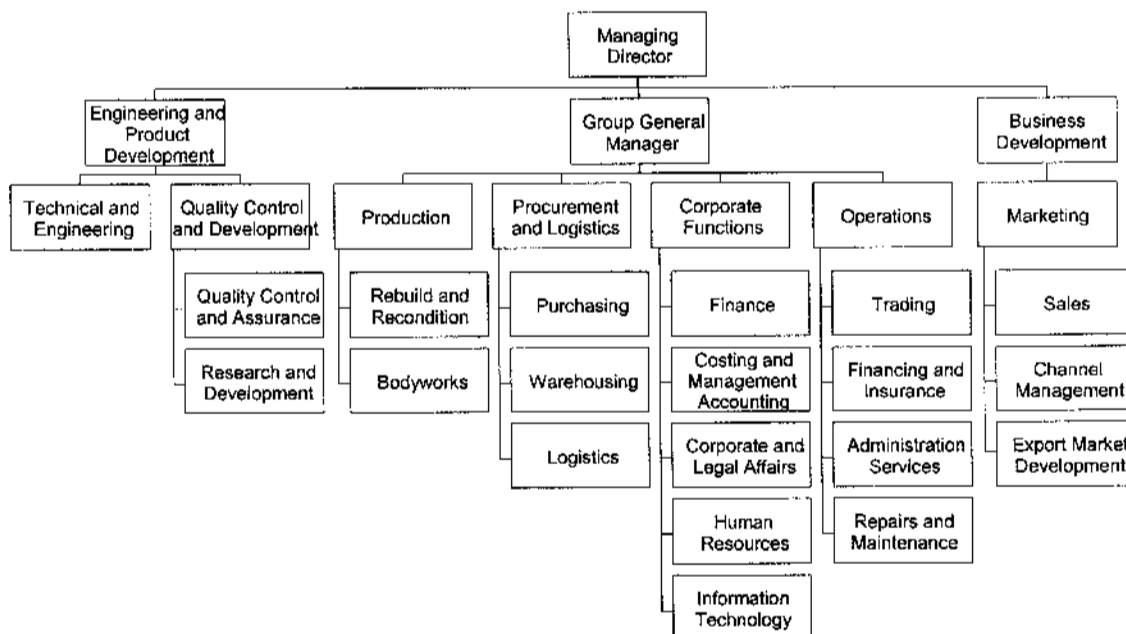
As in any other business, the Board of Directors believe that the continued success of BKG Group will depend on the ability and dedication of its Directors and key management. The loss of any key members of the Group could adversely affect the Group's continued ability to compete. However, the Group has made efforts to train its staff and has the support of long-term management staff. The Group's future success will also depend on its ability to attract and retain skilled personnel.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)

5.11 MANAGEMENT SUCCESSION PLAN

The management team of BKG Group is structured as follows:-



BKG Group is founded by Goh Boon Koon who is also the Managing Director of BKG. With his vast experience in the Commercial Vehicles and Bodyworks Industry, he has built BKG Group to its present level of success and achievement.

The rest of the Board of Directors of BKG and the key management of BKG Group comprise competent professionals and qualified personnel who possess relevant qualifications and experience who are employed to head various departments. The management understands the importance of recruiting qualified personnel with the relevant qualifications and experiences in their respective area of responsibilities to ensure smooth running of its business operations.

BKG Group also has clear reporting hierarchy, with the Principal Advisor and the Group General Manager as the leader coupled with assistance from the respective heads of department/managers to ensure that the business decisions of BKG Group are implemented efficiently and effectively.

The clear and well defined job responsibilities as well as proper reporting structure also enables smooth running of BKG's day-to-day operations with minimum intervention from the Directors. Thus, in the absence of the Directors, the active participation of professionals and qualified personnel in the operational decisions of BKG Group will ensure smooth running of the Group's operations and management continuity.

5. INFORMATION ON PROMOTERS, SUBSTANTIAL SHAREHOLDERS, DIRECTORS AND KEY MANAGEMENT (Cont'd)**5.12 CHANGES IN SHAREHOLDINGS IN THE COMPANY FOR THE PAST THREE (3) YEARS**

The significant changes of the Promoters' and substantial shareholders' shareholdings in the Company for the past three (3) years preceding the date hereof are as follows:-

Shareholders	As at 31 December 2001		As at 31 December 2002		As at 31 December 2003		Accumulated Number of Shares Held After IPO [^]	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Lim Teik Wee	1	50.00	-	-	-	-	-	-
Lim Wee Wee	1	50.00	-	-	-	-	-	-
Saik Thim Moon	-	-	1	50.00	-	-	-	-
Loo Chye Sheng	-	-	1	50.00	-	-	-	-
Ang Hong Peng	-	-	-	-	1	50.00	-	-
Lim Galk Kim	-	-	-	-	1	50.00	-	-
Goh Boon Koon	-	-	-	-	-	-	14,774,184	18.47
Goh Boon Leong	-	-	-	-	-	-	14,452,304	18.07
Lee Teoh Kee	-	-	-	-	-	-	11,105,644	13.88
Shamsudin @ Samad Bin Kassim	-	-	-	-	-	-	6,700,000	8.38
Abd Ghani Bin Ali Kadir	-	-	-	-	-	-	6,700,000	8.38
Total	2	100.00	2	100.00	2	100.00	53,732,132	67.18

Note:-

[^] Based on his/her shareholdings in BKG inclusive of his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

6. APPROVAL AND CONDITIONS

6.1 APPROVALS AND CONDITIONS

The Listing Scheme was approved by MITI (23 July 2003 and 14 January 2004), SC and FIC (31 October 2003 and 31 December 2003). The conditions imposed by the authorities and status of compliance are as follows:-

Conditions Imposed By MITI	Status of Compliance
<i>MITI's letter dated 23 July 2003</i>	
(a) To obtain approvals from the SC and FIC;	Complied
(b) The allocation of 3,700,000 ordinary shares of RM1.00 each representing 9.25% of the enlarged share capital of the Company are subject to MITI's approval where the allocation will be decided separately after the approval from the SC has been obtained; and	Complied
(c) The Bumiputera shareholdings are subject to the condition that 30% are allowed to be disposed within 12 months after the listing of the Company and the balance 70% in stages subject to MITI's prior approval.	To be complied
<i>MITI's letter dated 14 January 2004</i>	
(a) The allocation of 7,400,000 Shares are subject to MITI's special shares allocation and will be decided separately after the approval of the SC has been obtained for the Listing; and	Complied
(b) To obtain the SC's approval for the Listing Scheme and compliance with the guideline on acquisitions, mergers and take-overs.	Complied

Conditions Imposed By SC	Status of Compliance
<i>SC's letter dated 31 October 2003</i>	
(1) Full disclosure by BKG on the following matters in the prospectus:-	
(a) Risk management plan and insurance coverage to mitigate the risks related to business operations of BKG Group including risks related to fire, electric energy crisis and other risks which may affects the operations of BKG Group;	Complied, as detailed in Section 3 paragraphs (vii) and (xx) of this Prospectus
(b) All interested transactions and business dealings that involve the Directors and substantial shareholders of BKG and steps that have been/ will be taken to overcome the said conflict of interest (if any);	Complied, as detailed in Section 3 paragraph (xvii) and Section 7.1 of this Prospectus
(c) Status of compliance to all major conditions imposed by the relevant authorities related to the operations of BKG Group;	Complied, as detailed in Section 4.2.5 of this Prospectus

6. APPROVAL AND CONDITIONS (Cont'd)

Conditions Imposed By SC	Status of Compliance
(d) The business viability of each individual business division of BKG Group and steps taken/ will be taken to achieve the viability;	Complied, as detailed in Section 4.2.3 of this Prospectus
(e) Steps that have been/ will be taken by the Directors of the BKG Group in the event of any future cash flow deficit in the BKG Group;	Complied, as detailed in Section 3 paragraphs (ii) and (xxvii), and Section 9.4(i) of this Prospectus
(g) The emergence of new competitors in the Rebuilt Commercial Vehicles industry and steps that have been/ will be taken to handle the competition posed by the mentioned new competitors;	Complied, as detailed in Section 3 paragraph (xxiv) of this Prospectus
(h) The impact of the implementation of AFTA on the business of BKG Group and steps that have been/ will be taken to handle the said impact;	Complied, as detailed in Section 3 paragraph (xxi) of this Prospectus
(i) The opinions and comments of the Directors of BKG to obtain/secure necessary funding to finance the business of the BKG Group;	Complied, as detailed in Section 3 paragraph (xxvii) and Section 9.4(i) of this Prospectus
(j) Potential impact on the financial performance of BKG Group as a result of the emergence of new competitors in the Rebuilt Commercial Vehicles industry and the opinion of the Directors of BKG on the said matter; and	Complied, as detailed in Section 3 paragraph (xxiv) of this Prospectus
(k) The position and status of franchise rights on Rebuilt/ Reconditioned Commercial Vehicles and the opinion of the Directors of BKG on the said matter.	Complied, as detailed in Section 3 paragraph (xxvi) of this Prospectus
(2) BKG is required to provide written undertakings to the SC that:-	
(a) it will strive to obtain continuous support from the banks currently providing the loans; and	Complied via BKG's letter dated 25 February 2004 furnished to the SC

6. APPROVAL AND CONDITIONS (Cont'd)

Conditions Imposed By SC	Status of Compliance
(b) FPC will only be involved in the business activities of providing hire purchase for Commercial Vehicles manufactured by the BKG Group.	Complied via BKG's letter dated 25 February 2004 furnished to the SC
(3) As stated in the undertaking letter dated 10 October 2003 by BKG to SC, the Money Lending Licence obtained by FPC will be cancelled. As such, the adviser/ BKG/ FPC are to furnish written confirmation to the SC on the cancellation of the said licence before the implementation of the Listing of BKG.	Complied via BKG's letter dated 25 February 2004 furnished to the SC
(4) Moratorium condition is imposed on the 36,000,000 Shares of BKG representing 45% of the enlarged issued and paid-up share capital of BKG	Complied, as detailed in Section 6.2 of this Prospectus
(5) In connection to the trade debtors of BKG Group:-	
(a) Full disclosures are required to be made by BKG in the listing prospectus on the total trade debtors and the ageing analysis of said trade debtors. In addition, the Directors of BKG are required to give comments/ statements on the recoverability of the trade debtors that have exceeded the credit period;	Complied, as detailed in Section 9.2.3 of this Prospectus
(b) Full provision is required to be made on the trade debtors where:-	Complied, as detailed in Section 9.2.3 of this Prospectus
<ul style="list-style-type: none"> - there are questionable/ disputed amount involved ("disputed amount"); - legal actions have commenced/ taken place; or - credit period exceeding six(6) months; and 	

6. APPROVAL AND CONDITIONS (Cont'd)

Conditions Imposed By SC	Status of Compliance
(c) The Directors of BKG are required to provide written confirmation to the SC that all trade debtors that have exceeded credit period are recoverable and appropriate provisions for doubtful/ bad debts have been made in the financial accounts including the financial forecast/ projection of BKG Group as mentioned above.	Complied via BKG's letter dated 25 February 2004 furnished to the SC
(6) The Directors/ proposed Directors and substantial shareholders of BKG are not allowed to carry out any new business that will directly or indirectly compete and give rise to the conflict of interest situation with the business of BKG Group.	To be complied.
(7) Any future business dealings between BKG Group and the Directors and proposed Directors and substantial shareholders of BKG or the companies related/ connected to the Directors and substantial shareholders of BKG must be made on arm's length and not on terms that would be disadvantageous to the BKG Group. In this regards, the Audit Committee of BKG must monitor and the Directors of BKG must report such transactions, if any, in the Annual Report of BKG.	To be complied
(8) A final copy of the ESOS Bye-Laws to be furnished to the SC for SC's records.	To be complied
(9) Confirmation letter stating that:- (a) all SC's conditions have been complied with and the ESOS Bye-laws do not contravene to the SC Guidelines on ESOS; and (b) the ESOS have been approved by all parties involved and complied with the conditions imposed, if relevant.	To be complied
(10) The adviser and BKG are required to provide written confirmation on the compliance to all the terms and conditions which have been imposed in the above paragraphs after the Listing has been implemented.	To be complied
<u>SC's letter dated 31 December 2003</u> No conditions imposed by SC.	Not applicable

FIC did not impose any condition.

6. APPROVAL AND CONDITIONS (Cont'd)**6.2 MORATORIUM ON SHARES**

In accordance with the SC Guidelines, certain shareholders of BKG will not be allowed to sell, transfer or assign their shareholdings amounting to 45% of the enlarged issued and paid-up capital of BKG for one (1) year from the date of admission of BKG to the Official List of the Second Board of the MSEB.

The existing shareholders of BKG whose Shares are subjected to the moratorium as imposed by the SC are as follows:-

Name of Shareholders	No. of Shares Held After IPO ^A	% of Enlarged Issued and Paid-up Capital# (%)	No. of Shares Held Under Moratorium	% of Enlarged Issued and Paid-up Capital# (%)
Goh Boon Koon	14,774,184	18.47	13,187,268	16.48
Goh Boon Leong	14,452,304	18.07	12,899,962	16.13
Lee Teoh Kee	11,105,644	13.88	9,912,770	12.39
	40,332,132	50.42	36,000,000	45.00%

Notes:-

^A Based on his/her shareholdings in BKG inclusive of his/her respective entitlements for the Pink Form Shares allocation pursuant to the IPO.

[#] Computed based on enlarged issued and paid up share capital of 80,000,000 Shares

The restriction, which is fully accepted by the shareholders, is specifically endorsed on the share certificates representing the respective shareholdings of the shareholders which are under moratorium to ensure that BKG's registrars do not register any transfer not in compliance with the restriction imposed by the SC. The shareholders have provided an undertaking that they shall not sell, transfer or assign their respective shareholdings under moratorium in accordance with the SC Guidelines.

The endorsement affixed on the share certificates is as follows:-

*"The Shares comprised herein are not capable of being sold, transferred or assigned for the period as determined by the SC ("**moratorium period**"). The Shares comprised herein will not constitute good delivery pursuant to the Rules of the Exchange during the moratorium period. No share certificates will be issued to replace this certificate during the moratorium period unless the same shall be endorsed with this restriction".*

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

7. RELATED PARTY TRANSACTIONS/ CONFLICT OF INTEREST

7.1 EXISTING AND PROPOSED RELATED PARTY TRANSACTIONS AND CONFLICT OF INTEREST

The Group has ongoing trade transactions with companies, which the Promoters, Directors and/or substantial shareholders of BKG are Directors and/or substantial shareholders. Details of the related party transactions are as follows:-

Conflict Companies – Outside of BKG Group	Substantial Shareholders and/or Directors Involved	Nature of Interest in Conflict Companies	Reasons and Business Activities	Financial Year Ended 31 December 2002 RM'000	10 Months Period Ended 31 October 2003 RM'000
Angkasa Barisan Sdn Bhd	Goh Boon Leong Abd Ghani Bin Ali Kadir	Director Directors	(a) Customer of BKG Group; and (b) Provider of bus transportation services.	6	8
Austnet Computer Sdn Bhd	Goh Boon Leong Lee Teoh Kee Goh Chin Aun	Substantial Shareholder and Director Substantial Shareholder and Director Substantial Shareholder and Director	(a) Supplier of BKG Group and provision of computer related services; (b) Customer of BKG Group; and (c) Rental income received for rental of office premises.	232 16 6	52 43 5
Syarikat Firman Merican Sdn Bhd	Noorsa Merican Bin Ghouse	Shareholder and Director	(a) Customer of BKG Group; and (b) Provider of garbage disposal services.	Nil	Nil
Hot Colour Furniture Sdn Bhd	Goh Boon Koon	Substantial Shareholder and Director	(a) Customer of BKG Group; and (b) Supplier of BKG Group	1 27	* Nil
Sweet Home Furniture Sdn Bhd	Lee Teoh Kee	Substantial Shareholder and Director	(a) Supplier of BKG Group; and (b) Customer of BKG Group.	11 4	85 *
Not Applicable	Lee Teoh Kee	Not Applicable	Sale of motor vehicles to BKVI	Nil	28
Not Applicable	Goh Boon Koon	Not Applicable	Sale of motor vehicles to BKVI	Nil	1
Not Applicable	Goh Boon Leong	Not Applicable	Purchase of motor vehicles from BKVI	Nil	50

Note:-

* Negligible

7. RELATED PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)

Except for the transactions between Lee Teoh Kee, Goh Boon Koon and Goh Boon Leong with BKVI, the transactions with related parties are of revenue in nature, which are required for the Group's day-to-day operations. The Directors and/ or the substantial shareholders of BKG have provided an undertaking that all the business transactions between the Group and/or the Directors and/ or substantial shareholders and/ or persons connected to them and/ or the key management of BKG have been and shall be based on the arms' length basis, on commercial terms and shall not disadvantage the Group.

To ensure the continuation of such transactions, the shareholders have granted to the Directors of BKG by way of resolutions passed on 26 February 2004, the shareholders' mandate for the Group to enter into the abovementioned transactions. Further details of the shareholders' mandate are set out in Section 7.7 below.

7.2 TRANSACTIONS OF UNUSUAL IN THEIR NATURE OR CONDITIONS

There is no transaction that is unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which the Company or any of its parent or subsidiaries was a party in respect of the past one (1) financial year and the subsequent financial period thereof immediately preceding the date of this Prospectus.

7.3 OUTSTANDING LOANS MADE BY THE COMPANY OR ANY OF ITS PARENT OR SUBSIDIARIES TO/ FOR THE BENEFIT OF RELATED PARTIES

Save for the amount due from Angkasa Barisan Sdn Bhd of RM2,000 and Austnet Computer Sdn Bhd of RM1,000 based on proforma consolidated financial statements of BKG as at 31 October 2003, there is no outstanding loan (including guarantees of any kind) made by the Company or any of its parent or subsidiaries to or for the benefit of the related party(ies) for the past one (1) financial year and the subsequent financial period thereof immediately preceding the date of this Prospectus.

7.4 INTEREST IN SIMILAR BUSINESS

None of the Director and/or substantial shareholder and/or key management of BKG and its subsidiaries is interested, directly or indirectly in any business carrying on a similar trade as the Company and its subsidiaries.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

7. RELATED PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)**7.5 PROMOTIONS OF ANY MATERIAL ASSETS ACQUIRED/ TO BE ACQUIRED WITHIN TWO (2) YEARS PRECEDING THE DATE OF THIS PROSPECTUS**

Save as disclosed below, none of the Director and/or substantial shareholder has any interest, direct or indirect, in the promotion of or in any material assets acquired or proposed to be acquired or disposed or proposed to be disposed of or leased or proposed to be leased to the Company or any of its subsidiaries within the two (2) years preceding the date of this Prospectus:-

- (i) On 24 June 2003, BKG entered into a conditional Share Sale Agreement to acquire the entire issued and paid-up share capital of BKVI comprising 11,673,640 ordinary shares of RM1.00 each for a purchase consideration of RM32,402,971 based on the adjusted audited NTA value as at 31 December 2002. The purchase consideration was satisfied by the issuance of 30,568,841 new ordinary shares of RM1.00 each in BKG at an issue price of approximately RM1.06 per Share.

Acquisition of BKVI by BKG		
Name	Nature Interest in BKG	Nature of Interest in BKVI
Shamsudin @ Samad Bin Kassim	Director and substantial shareholder	Director and substantial shareholder
Goh Boon Koon	Director and substantial shareholder	Director and substantial shareholder
Goh Boon Leong	Director and substantial shareholder	Director and substantial shareholder
Lee Teoh Kee	Director and substantial shareholder	Director and substantial shareholder
Goh Boon Siew	Director and shareholder	Director and shareholder
Goh Ho Seng	Director and shareholder	Director and shareholder
Abd Ghani Bin Ali Kadir	Director and substantial shareholder	Director and substantial shareholder

- (ii) On 24 June 2003, BKG entered into a Memorandum of Intent with BKVI to acquire the entire issued and paid-up share capital of FPC comprising 299,200 ordinary shares of RM1.00 each for a purchase consideration of RM683,443 based on the audited NTA value as at 31 December 2002. The purchase consideration was satisfied wholly by cash of RM683,443.

Acquisition of FPC by BKG		
Name	Nature Interest in BKG	Nature of Interest in FPC
Goh Boon Koon	Director and substantial shareholder	Substantial shareholder*
Goh Boon Leong	Director and substantial shareholder	Director and substantial shareholder *
Lee Teoh Kee	Director and substantial shareholder	Director and substantial shareholder *

Note:-

- * Deemed interested by virtue of their shareholdings of not less than 15.00% in BKVI pursuant to Section 6A of the Act.

7. RELATED PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)

- (iii) On 24 June 2003, BKG entered into a Memorandum of Intent with BKVI to acquire sixty five percent (65%) of the issued and paid-up share capital of BKM comprising 65,000 ordinary shares of RM1.00 each for a purchase consideration of RM212,085 based on the audited NTA value as at 31 December 2002. The purchase consideration was satisfied wholly by cash of RM212,085.

Acquisition of BKM by BKG		
Name	Nature Interest in BKG	Nature of Interest in BKM
Goh Boon Koon	Director and substantial shareholder	Director and substantial shareholder *
Goh Boon Leong	Director and substantial shareholder	Director and substantial shareholder *
Lee Teoh Kee	Director and substantial shareholder	Director and substantial shareholder *
Goh Boon Siew	Director and shareholder	Director and shareholder

Note:-

- * Deemed interested by virtue of their shareholdings of not less than 15.00% in BKVI pursuant to Section 6A of the Act.

7.6 CONTRACTS OR ARRANGEMENTS IN WHICH THE DIRECTORS AND/ OR SUBSTANTIAL SHAREHOLDERS ARE INTERESTED AND SIGNIFICANT IN RELATION TO THE BUSINESS OF THE GROUP

None of the Directors and/ or substantial shareholders and/ or key management of BKG and its subsidiaries, and persons connected to them has material interest, directly and indirectly in any contract or arrangement, which is significant in relation to the business of the Group and subsisting at the date of this Prospectus.

7.7 RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

Pursuant to Paragraph 10.09 of the Listing Requirements, a listed issuer may seek the shareholders' mandate in respect of related party transactions involving recurrent transactions of revenue or trading in nature subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year; and
- (c) in a meeting to obtain shareholders' mandate, the interested Director, interested substantial shareholder or interested person connected with a Director or substantial shareholder and where it involves the interest of an interested person connected with a Director or substantial shareholder, such Director or substantial shareholder, must not vote on the resolution approving the transactions. An interested Director or interested substantial shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

7. RELATED PARTY TRANSACTIONS/ CONFLICT OF INTEREST (Cont'd)

In anticipation that the Group would, in the ordinary course of its business, enter into transactions, including but not limited to the transactions described in Related Party Transactions set out in Section 7.1 of this Prospectus, with persons which are considered "related party" as defined in Chapter 10 of the Listing Requirements. It is likely that such transactions will occur with some degree of frequency and could arise at any time and from time to time.

Under Chapter 10 of the Listing Requirements, a listed company may seek a shareholders' mandate for recurrent transactions of a revenue or trading nature or those necessary for its day to day operations such as supplies and materials, which may be carried out with the listed company's interested persons, but not for the purchase or sale of assets, undertakings or businesses.

Due to the time-sensitive nature of commercial transactions, the shareholders' mandate will enable the Group, in its normal course of business, to enter into the categories of Related Party Transactions, provided such interested person transactions are made at arm's length and on normal commercial terms.

The Group has ongoing trade transactions with companies, which the Promoters, Directors and/or substantial shareholders of BKG are Directors and/or substantial shareholders as set out in Section 7.1 of the Prospectus.

To ensure the continuation of such transactions, the shareholders have granted to the Directors of BKG by way of resolutions passed on 26 February 2004, the shareholders' mandate for the Group to enter into the abovementioned transactions. Thereafter, shareholders' mandate of the Company will be sought at an Annual General Meeting ("AGM") which will be effective until the next AGM of the Company and the Company shall seek the approval of its shareholders for the shareholders' mandate at the next AGM and for the renewal of the shareholders' mandate at each subsequent AGM.

Transactions, which do not fall within the ambit of the shareholders' mandate, shall be subject to the relevant provisions of the Listing Requirements.

7.8 DECLARATION BY THE ADVISERS

- (a) AmMerchant Bank hereby confirms that as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Adviser to BKG Group for the IPO.
- (b) Messrs Ghazi & Lim hereby confirms that as at the date of this Prospectus, there is no existing or potential conflict of interest in their capacity as Solicitors to the BKG Group for the IPO.
- (c) Messrs JB Lau & Associates hereby confirms that as at the date of this Prospectus, there is no existing or potential conflict of interest in their capacity as Auditors and Reporting Accountants to the BKG Group for the IPO.
- (d) Vital Factor Consulting Sdn Bhd hereby confirms that as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as Independent Business and Market Research Consultants to BKG Group for the IPO.

8. OTHER INFORMATION CONCERNING THE COMPANY/ GROUP

8.1 INFORMATION ON LAND AND BUILDINGS

A summary of the land and buildings owned by the Group is as follows:-

No.	Name of Registered Owner/ Postal Address/ Title Identification	Approximate Age of Building/ Tenure/ Date of Expiry of Lease	Description and Existing Use	Approximate Land area (Square metre)	Approximate Built-up area (Square metre)	Restriction in Interest/ Encumbrances	Prices Paid/ Date of Transaction	Audited Net Book Value @ 31 October 2003 (RM)	Open Market Value/ Date of Valuation (RM)	Market Value as Approved by the SC	Revaluation Surplus/ (Deficit) (as compared to valuation approved by the SC)										
1.	BKVI GM 975, Lot 1804 Mukim 9 1177, Jalan Dato Keramat Tebal Seberang Perai Selatan Penang	1-6 years/ Freehold Land	The land shall not be subdivided into building lots without written permission of the State Authority	2,853	(a)		RM614,180 / 12 October 1999														
												(b)	6,490	6,490	RM1,397,400 / 9, 11 and 13 December 1999	(c)					
																			a) The land shall not be subdivided into building lots without written permission of the State Authority	Private caveat lodgement and encumbrances-charged to EON Bank Berhad	
																					b) Private caveat lodgement and encumbrances-charged to EON Bank Berhad
2.	GM 454, Lot 1808 Mukim 9 1177, Jalan Dato Keramat Tebal Seberang Perai Selatan Penang	1-6 years/ Freehold Land		6,490																	
											(b)	6,490	RM1,397,400 / 9, 11 and 13 December 1999	(c)							
																	a) The land shall not be subdivided into building lots without written permission of the State Authority	Private caveat lodgement and encumbrances-charged to EON Bank Berhad			
																			b) Private caveat lodgement and encumbrances-charged to EON Bank Berhad		
																				Private caveat lodgement and encumbrances-charged to EON Bank Berhad	
3.	GM 455, Lot 1809 Mukim 9 1177, Jalan Dato Keramat Tebal Seberang Perai Selatan Penang	1-6 years/ Freehold Land		6,490																	
											(b)	6,490	RM1,397,400 / 9, 11 and 13 December 1999	(c)							
																	a) The land shall not be subdivided into building lots without written permission of the State Authority	Private caveat lodgement and encumbrances-charged to EON Bank Berhad			
																			b) Private caveat lodgement and encumbrances-charged to EON Bank Berhad		
																				Private caveat lodgement and encumbrances-charged to EON Bank Berhad	

8. OTHER INFORMATION CONCERNING THE COMPANY/ GROUP (Cont'd)

No.	Name of Registered Owner/ Postal Address/ Title Identification	Approximate Age of Building/ Tenure/ Date of Expiry of Lease	Description and Existing Use	Approximate Land area (Square metre)	Approximate Built-up area (Square metre)	Restriction in Interest/ Encumbrances	Prices Paid/ Date of Transaction	Audited Net Book Value @ 31 October 2003 (RM)	Open Market Value/ Date of Valuation (RM)	Market Value as Approved by the SC	Revaluation Surplus/ (Deficit) (as compared to valuation approved by the SC)
4.	GM 456, Lot 1810 Mukim 9 Keramat Tebal Seberang Perai Selatan Penang	1-6 years/ Freehold Land	(a) {	18,818	(b) {	a) The land shall not be subdivided into building lots without written permission of the State Authority b) Encumbrances-charged to Malayan Banking Berhad	RM4,051,080 / 12 October 1999	-	-	-	
							RM2,783,580 / 20 October 1999	-	-	(c) {	
5.	H.S. (M) 592, Lot 5025 Mukim 9 1177, Jalan Dato Keramat Tebal Seberang Perai Selatan Penang	1-6 years/ Freehold Land	(a) {	7,356	(b) {	a) The land shall not be subdivided into building lots without written permission of the State Authority b) Encumbrances-charged to Malayan Banking Berhad	RM930,000/ 15, 20 and 26 December 2001	930,000	-	-	
							RM225,000/ 26 July 2000	220,056	-	-	
6.	GM 145, Lot 219 Mukim 6, Daerah Seberang Perai Selatan Penang	N/A/ Freehold land	Vacant land used as store area	12,141	-	Encumbrances-charged to Citibank Berhad	-	-	-	-	
1.	FPC Mukim 7 2, Jalan Besar Taman Merbah 14300 Nibong Tebal Seberang Perai Selatan Penang	2 years/ Freehold land	Corner double storey shophouse	123	205	Private caveat lodgement and encumbrances-charged to Malayan Banking Berhad	-	-	-	-	
TOTAL				54,271	21,751					22,316,074	

8. OTHER INFORMATION CONCERNING THE COMPANY/ GROUP (Cont'd)

Notes:-

- (a) Buildings erected on the adjoining parcels of land comprising of large single storey factory building with the following annexure:-
 - 3-storey corporate office building; and
 - 2-storey sales and marketing office building.
- (b) The approximate built-up area is 21,546 square metres.
- (c) Audited net book value as at 31 October 2003 is RM21,166,018.
- (d) No valuation was carried out on the land and buildings set out above and consequently, no approval of the SC is required.
- (e) All the buildings set out above have been issued with the relevant certificates of fitness.
- (f) The existing use on all the land set out above is not in breach of the land-use conditions/ permissible land use.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK

8. OTHER INFORMATION CONCERNING THE CORPORATION / GROUP (Cont'd)

8.2 ACQUISITIONS OF PROPERTIES

None of the properties as set out in Section 8.1 above was acquired during the two (2) years preceding the date of this Prospectus.

THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK